

**File Reference 82-34868**

**Fisher & Paykel  
Appliances Holdings  
Limited**

78 Springs Road, East Tamaki  
P O Box 58546, Greenmount  
Auckland, New Zealand

Telephone: +64-9-273 0600  
Facsimile: +64-9-273 0609

[www.fisherpaykel.com](http://www.fisherpaykel.com)

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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE



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20 December 2005

SUPPL

United States Securities and Exchange Commission  
450 Fifth Street, NW  
Washington DC 20549  
UNITED STATES OF AMERICA

**Re: Fisher & Paykel Appliances Holdings Limited  
File # 82-34868**

The attached documents were lodged with the Australian [ASX] and New Zealand Stock Exchanges [NZX] on 20 December 2005.

Accordingly a copy of this document is furnished to satisfy the requirements of Rule 12g3-2(b); file reference # 82-34868.

Yours faithfully

**M D Richardson**  
Chief Financial Officer

PROCESSED

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THOMSON  
FINANCIAL

**File Reference 82-34868**

**NZX Market Announcement Platform (MAP)**

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You are logged in as Linda Ross (Fisher & Paykel Appliances Holdings Limited - FPA)

## View Announcement



Headline	Notice of Issue of Securities
Announcement text	<p>Fisher &amp; Paykel Appliances Holdings Limited</p> <p>STOCK EXCHANGE RELEASE: NZX; 20 December 2005</p> <p>Notice of Issue of Securities</p> <p>1. Class of Securities Issued : Ordinary Shares</p> <p>2. Number of Securities Issued : 26,666</p> <p>3. Principal Terms of the Securities : Issue of 26,666 Ordinary Shares following exercise of 26,666 Options Granted under the Fisher &amp; Paykel Appliances Share Option Plan in November 2001.</p> <p>4. Issue Price : 26,666 Shares @ NZ\$2.305</p> <p>5. Date of Issue : 20 December 2005</p> <p>6. Number and Class of All Securities Quoted, Including This Issue : 264,229,523 Ordinary Shares</p> <p>7. Number and Class of All Securities Not Quoted : 10,536,715 Options to Acquire Ordinary Shares</p> <p>M D Richardson Company Secretary</p>

Embargo Until None



Description	Type	Size (kb)	Action
Notice of Issue of Securities	PDF file	12	



This announcement has no comments.

### Being Worked On (0)

No announcements are being worked on.

### Waiting for Release (0)

No announcements pending.

### Last 5 Released Announcement(s)

- Notice of Issue of Securities  
*Released - 20 Dec 2005 at 10:42:29 AM*
- Fisher & Paykel Appliances Relocating More to USA  
*Released - 8 Dec 2005 at 10:34:10 AM*
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*Released - 5 Dec 2005 at 09:26:38 AM*
- Notice of Issue of Securities  
*Released - 25 Nov 2005 at 01:12:12 PM*
- Notice of Issue of Securities  
*Released - 24 Nov 2005 at 12:32:27 PM*

### Last 0 Rejected Announcement(s)

There aren't any rejected Announcements.

### Logged in (1)

- L Ross

*Rule 2.7, 3.10.3, 3.10.4, 3.10.5*

## **Appendix 3B**

### **New issue announcement, application for quotation of additional securities and agreement**

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

*Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.*

Name of entity

Fisher & Paykel Appliances Holdings Limited

ABN

098026263

We (the entity) give ASX the following information.

#### **Part 1 - All issues**

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | Ordinary Shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 26,666  |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Issue of 26,666 Ordinary Shares following the exercise of 26,666 Options granted under the Fisher & Paykel Appliances Share Option Plan in November 2001. |

**Appendix 3B**  
**New issue announcement**

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- 4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Yes

- 5 Issue price or consideration

26,666 Shares @ NZ\$2.305 per Ordinary Share

- 6 Purpose of the issue  
 (If issued as consideration for the acquisition of assets, clearly identify those assets)

Employee Share Option Scheme

- 7 Dates of entering +securities into uncertificated holdings or despatch of certificates

20 December 2005, inclusive

- 8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)

Number	+Class
264,229,523	Ordinary

<p>9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="779 325 1063 367">Number</th><th data-bbox="1063 325 1336 367">+Class</th></tr> </thead> <tbody> <tr> <td data-bbox="779 367 1063 577">10,536,715</td><td data-bbox="1063 367 1336 577">Ordinary Share Options</td></tr> </tbody> </table>	Number	+Class	10,536,715	Ordinary Share Options
Number	+Class				
10,536,715	Ordinary Share Options				
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>No change</p>				

## Part 2 - Bonus issue or pro rata issue

<p>11 Is security holder approval required?</p>	
<p>12 Is the issue renounceable or non-renounceable?</p>	
<p>13 Ratio in which the +securities will be offered</p>	
<p>14 +Class of +securities to which the offer relates</p>	
<p>15 +Record date to determine entitlements</p>	
<p>16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?</p>	
<p>17 Policy for deciding entitlements in relation to fractions</p>	
<p>18 Names of countries in which the entity has +security holders who will not be sent new issue documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p>	
<p>19 Closing date for receipt of acceptances or renunciations</p>	

**Appendix 3B**  
**New issue announcement**

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20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a) ☐ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

**Appendix 3B**  
**New issue announcement**

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**Entities that have ticked box 34(b)**

38 Number of securities for which  
+quotation is sought

--

39 Class of +securities for which  
quotation is sought

--

40 Do the +securities rank equally in all  
respects from the date of allotment  
with an existing +class of quoted  
+securities?

If the additional securities do not  
rank equally, please state:

- the date from which they do
- the extent to which they  
participate for the next dividend,  
(in the case of a trust,  
distribution) or interest payment
- the extent to which they do not  
rank equally, other than in  
relation to the next dividend,  
distribution or interest payment

--

41 Reason for request for quotation  
now

Example: In the case of restricted securities, end of  
restriction period

(if issued upon conversion of  
another security, clearly identify that  
other security)

--

42 Number and +class of all +securities  
quoted on ASX (*including* the  
securities in clause 38)

Number	+Class



**Quotation agreement**

1      +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2      We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

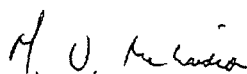
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

**Appendix 3B**  
**New issue announcement**

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- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: (Company Secretary)

Date: 20 December 2005

Print name: M D Richardson

== == == == ==



You are logged in as Linda Ross (Fisher & Paykel Appliances Holdings Limited - FPA)

Headline	Ongoing Disclosure - A Cooke
Announcement text	<p>Disclosure Notice*</p> <p>Disclosure of directors' and officers' relevant interests Section 19T, Securities Markets Act 1988</p> <p>A. Disclosure obligation (tick box to note which disclosure obligation applies)**</p> <p>Ongoing disclosure (complete Parts A, B, C, E, F and G of this notice).</p> <p>B. Preliminary</p> <ol style="list-style-type: none"> <li>1. Name Andrew Peter Cooke</li> <li>2. Name of issuer Fisher &amp; Paykel Appliances Holdings Limited</li> <li>3. Name of related body corporate (if applicable)1 N.A.</li> <li>4. Position you hold in the issuer Appliances Group General Manager - Information Technology</li> <li>5 Date of this disclosure notice 20 December 2005</li> </ol> <p>C. Nature of relevant interest</p> <ol style="list-style-type: none"> <li>6. Name of registered holder(s)2 of security (as required by regulation 6A(b) or regulation 7(b)) Andrew Peter Cooke</li> <li>7. Class and type of security3 (as required by regulation 6B or regulation 8) Options to Buy Ordinary Shares</li> <li>8. Nature of relevant interest4 in security (as required by regulation 6A(a) or regulation 7(a)) Beneficial</li> </ol> <p>D. Date (for initial disclosure)</p> <ol style="list-style-type: none"> <li>9. Date of disclosure obligation (as required by regulation 6C) -</li> </ol> <p>E. Transaction (for ongoing disclosure)</p> <ol style="list-style-type: none"> <li>10. Date of last disclosure5 (as required by regulation 13) 26 November 2004</li> <li>11. Date(s) of acquisition(s) or disposal(s)(as required by regulation 9) 25 November 2005</li> <li>12. Number of transactions6 (as required by regulation 12(2), if applicable) One</li> </ol> <p>13. Nature or type of transaction7 (as required by regulation 11(1) (a)) Cancellation of Options in Consideration for the Issue of Shares</p> <p>14. Consideration8 (as required by regulation 10) Nil</p> <p>15. Number of securities held prior, set out by class and type (as required by regulation 8) 305,000 Options to Buy Ordinary Shares</p> <p>16. Number of securities subject to acquisition or disposal (as required by regulation 11(1)(b)) 35,000</p> <p>F. Extent of relevant interest</p> <ol style="list-style-type: none"> <li>17. Number of securities held now, set out by class and type (as required by regulation 6B or regulation 8) 270,000 Options to Buy Ordinary Shares</li> </ol> <p>G. Signature</p> <p>A P Cooke</p> <p>Disclosure Notice*</p> <p>Disclosure of directors' and officers' relevant interests Section 19T, Securities Markets Act 1988</p> <p>A. Disclosure obligation (tick box to note which disclosure obligation applies)**</p> <p>Ongoing disclosure (complete Parts A, B, C, E, F and G of this notice).</p> <p>B. Preliminary</p>

#### Being Worked On (0)

No announcements are being worked on.

#### Waiting for Release (0)

No announcements pending.

#### Last 5 Released Announcement(s)

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*Released - 20 Dec 2005 at 11:23:08 AM*
- Notice of Issue of Securities  
*Released - 20 Dec 2005 at 10:42:29 AM*
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*Released - 5 Dec 2005 at 09:26:38 AM*
- Notice of Issue of Securities  
*Released - 25 Nov 2005 at 01:12:12 PM*

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There aren't any rejected Announcements.

#### Logged in (1)

- L Ross

2. Name of issuer Fisher & Paykel Appliances Holdings Limited  
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 4. Position you hold in the issuer Appliances Group General Manager  
 – Information Technology  
 5 Date of this disclosure notice 20 December 2005

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13. Nature or type of transaction7 (as required by regulation 11(1) (a)) Shares Issued in Consideration for the Cancellation of Options  
 14. Consideration8 (as required by regulation 10) Nil  
 15. Number of securities held prior, set out by class and type (as required by regulation 8) 25,021 Ordinary Shares  
 16. Number of securities subject to acquisition or disposal (as required by regulation 11(1)(b)) 11,961 Ordinary Shares


F. Extent of relevant interest

17. Number of securities held now, set out by class and type (as required by regulation 6B or regulation 8) 36,982 Ordinary Shares

G. Signature

A P Cooke

Embargo Until None

Description	Type	Size (kb)	Action
Ongoing Disclosure A Cooke	PDF file	36	

This announcement has no comments.

**File Reference 82-34868**

**NZX Market Announcement Platform (MAP)**

status new search user help logout



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## Disclosure Notice\*

Disclosure of directors' and officers' relevant interests  
Section 19T, Securities Markets Act 1988

A. Disclosure obligation (tick box to note which disclosure obligation applies)\*\*

Ongoing disclosure (complete Parts A, B, C, E, F and G of this notice).

B. Preliminary

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## 13. Nature or type of transaction7 (as required by regulation 11(1))

- (a) Shares Issued in Consideration for the Cancellation of Options  
 14. Consideration8 (as required by regulation 10) Nil  
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